

## ZENDESK CODE OF BUSINESS CONDUCT AND ETHICS

### **Ethical Conduct**

Our ethical standards are high at Zendesk and we expect our company to be full of interesting, diverse and passionate people who do great work and know how to have fun. Sometimes situations get complex and that's why we've adopted this Code of Business Conduct and Ethics (the "Code") that you should consult any time you are in doubt about how to act.

It's impossible to predict and describe every situation, so make sure you adopt both the spirit and the letter of the Code. We also need your help to make sure our Code is complied with. If you believe that any Company director, officer, employee, contingent worker or other individual has violated our Code, you should report this to your manager, the Human Resources Department, or the Legal Department, as applicable. We strictly prohibit any retaliation against you for making any such report.

Our Board of Directors ("Board") and the Audit Committee are responsible for administering the Code. The Board has delegated day-to-day responsibility for administering and interpreting the Code to the Legal Department. The Legal Department can be contacted at [legal@zendesk.com](mailto:legal@zendesk.com).

### **A Note Regarding Other Obligations**

The Code should be viewed as the minimum standards that we expect from our directors, officers, employees and contingent workers in the conduct of our business. It is not intended to reduce, replace or limit any other legal or contractual obligations that you have to Zendesk.

### **You Are a Part of Zendesk**

The Code applies to all of our directors, officers, employees and contingent workers, as well as all directors, officers, employees and contingent workers of our subsidiaries. Following the Code entails accepting the Zendesk values. It is of such importance that a failure to do so can result in disciplinary action, including termination of employment. We are a global company and if there are any laws and regulations in your country of employment that are stricter than those in the Code, you must follow such laws and regulations.

### **Promote a Positive Work Environment**

We are committed to creating a supportive work environment and each employee is expected to create a respectful workplace culture that is free of harassment, intimidation, bias and unlawful discrimination. Zendesk is an equal opportunity employer and employment is based solely on individual merit and qualifications directly related to professional competence. Zendesk strictly prohibits discrimination or harassment of any kind on the basis of race, color, religion, creed, sex/gender (including pregnancy, childbirth, breastfeeding and/or related medical conditions), gender identity, gender expression, sexual orientation, marital status, medical condition, military and/or veteran status, national origin, ancestry, mental and/or physical disability, genetic information, request for leave, age or any other characteristics protected by law. Health, safety and environmental responsibilities are also fundamental to Zendesk's values. You are responsible for ensuring that you are avoiding actions that would result in an unsafe or unhealthy work environment.

### **Keep Things Confidential**

As a Zendesk director, officer, employee or contingent worker, you may have access to Zendesk's confidential or proprietary information or the confidential or proprietary information of our customers, partners or other third parties, and it's imperative that you always protect the confidentiality of such information, during and after your employment or engagement at Zendesk. If you witness or suspect a particular situation that leads you to believe that confidential information or property of Zendesk, our partners or customers has been

compromised, immediately report this to your manager or the Legal Department.

Confidential information includes proprietary information, data, trade secrets and know-how, such as software and product designs, sales figures, revenue data, development plans, customers' information and data, personal data of customers, candidates or employees, ticket contents, information marked as confidential and your user I.D. passwords and similar security tools that you use to access computers, data processing resources and facilities. There are "gray areas" in which you will need to apply your best judgment in making sure you don't disclose any confidential information. Sometimes it may be difficult to determine what is confidential or proprietary information, so when in doubt you should ask your manager or the Legal Department before sharing data with third parties. A good rule of thumb is that all information related to our business and customers should be considered proprietary and confidential unless it has been publicly released.

Your obligations to maintain the confidentiality of information means that confidential information may not be shared outside of Zendesk unless we have appropriate non-disclosure agreements in place. For help in establishing such an agreement, or if you have questions about provisions of a non-disclosure agreement already in place, please contact your manager or the Legal Department. Zendesk personnel should also be mindful not to share confidential information internally beyond people who legitimately need to know such confidential information for purposes of their job. We have an open and transparent culture, and this is not intended to stifle ongoing conversation and collaboration. Rather, you should use your judgment to share what is appropriate within Zendesk. Please always keep in mind that improper use or disclosure of confidential information can seriously damage our reputation with customers, business partners and the community, as well as expose us to liability and cause other harms to our business.

You may recall that as a condition to your employment or engagement, you signed a commitment to maintain the confidentiality of all of our proprietary information and to use such information only in the course of your employment. These obligations will continue even after you leave Zendesk. Your commitment also requires you to abide by the requirements of confidentiality agreements between Zendesk and third parties, and to safeguard the confidential information received by Zendesk from such third parties.

We only want access to confidential information that we are rightfully entitled to have. If you find yourself in a situation that exposes you to any unlawfully or improperly obtained confidential information of third parties, including our competitors, walk away and notify your manager or the Legal Department.

### **Love (and Protect) our Data**

Data protection is an essential element in maintaining the trust that our customers, candidates, and employees have in Zendesk. Additionally, a variety of increasingly stringent privacy laws, regulations and numerous contracts with customers and other third parties require Zendesk to protect the security of certain kinds of information. As a Zendesk employee, you are expected to do your best to protect the privacy and security of all the confidential information you obtain while working at Zendesk, including our customers' business information and personal data.

While Zendesk has implemented a variety of security measures to protect and secure customer data and other confidential information (including firewalls, password controls, encryption, penetration testing, physical security controls, etc.), the success of our data protection efforts includes a crucial human component. We require all our employees to participate in data security training and expect them to be familiar and comply with our information security policies, privacy policies and privacy notices. For example, only authorized employees and contingent workers with a business need-to-know or need-to-access may access confidential information, particularly customer data, or process personal information relating to Zendesk candidates or employees, customers, and other third parties. In addition, you must not leave confidential information unsecured in a workspace or while working remotely, you may not print confidential information, unless absolutely necessary, and such printed copies must be destroyed (e.g., by shredding) when no longer needed. You must always maintain secrecy of passwords and lock file cabinets and rooms where confidential or personal information is kept. You should immediately report any actual or suspected unauthorized use of Zendesk systems, compromise of passwords or other system access control mechanisms, or unusual system

behavior (such as missing files, misrouted messages or frequent system crashes).

We maintain detailed information security policies to provide for the protection of customer data. Familiarize yourself with your responsibilities as provided for in our security policies, privacy policies and privacy notices to ensure that you comply with them and all applicable data protection laws and only collect, use and access confidential information and personal data as strictly necessary and authorized.

### **Know Your Partner**

Choosing partners and vendors is an important part of building a successful business. When choosing or recommending a partner or a vendor, other than just financial considerations, take into account a variety of factors that can affect Zendesk, such as product quality, reputation, practices, past behavior and values. In particular, make sure our partners are aware of and subject to compliance with our Global Anti-Corruption Policy or similar requirements. Work with the Legal Department to conduct proper diligence on partners and vendors prior to engaging them.

### **Protect Our Stuff**

At Zendesk we're inventing new and interesting things every day and it's in all of our interests to protect those assets. Intellectual property laws grant important legal rights to inventive (patents), creative (copyrights) commercially recognized (trademarks) or confidential/proprietary (trade secrets) aspects of our work. We encourage a creative and innovative process that leads to the creation of amazing products and to that end, we've created a bonus program that rewards creativity leading to Zendesk gaining valuable intellectual property rights, such as issued patents. We ask that you think proactively and assess your work product so as to identify aspects of your product that may merit intellectual property registration.

Improper use of Zendesk property can result in serious consequences, such as loss of value, damage to our reputation, loss of competitive advantage, decrease in employee and customer satisfaction and other unpleasantness. In addition, theft, waste of, or carelessness in using any Zendesk assets or funds have an adverse impact on our business operations. As much as each of us contributes to Zendesk's success, each of us is responsible for protecting Zendesk's interests by preserving its property. Additionally, each of us is responsible for ensuring that Zendesk assets are used for business purposes and in an efficient manner.

Similarly, we need to be very aware of our brand and the manner in which we present ourselves. Please be sure that whenever utilizing any of Zendesk's trademarks you are in compliance with our trademark usage guidelines and brand asset guidelines (available at: <https://www.zendesk.com/company/trademark-property/trademarks/> for trademark usage and <https://brandland.zendesk.com/> for brand assets) and any other marketing guidelines that we may provide you from time to time.

We like open source software and respect the ideals of its developers. With that said, it is important that we know when we incorporate open source software into our technology and use it otherwise in order to make sure we comply with its terms of use, protect our interests and ensure our good standing in the open source community. For this reason, there are important limitations on the type of open source software that you can incorporate into our products and technology, as well as necessary processes that must be followed before we share our technology with others, including through any open source license. These limitations and processes are detailed in our Open Source Software Policy.

We also respect the hard work of others and the ownership rights they have in their intellectual property. Patents, copyrights, trademarks, trade secrets and other intellectual property rights of others must be respected and you are not permitted to use or incorporate the intellectual property of others on behalf of Zendesk without an appropriate license. Consult the Legal Department if you intend to use proprietary information, logos, trademarks, patented and copyrighted materials, such as software code and images. Improper use of such resources may result in criminal, administrative and civil liability for Zendesk, as well as for you personally.

If you become aware of any circumstances that pose or have the potential to become a threat to Zendesk's property, immediately notify your manager or the Legal Department. The sooner we can react, the more likely we can avoid or minimize the harm.

## **Avoid Conflicts of Interest**

We understand that you may be passionate and involved in outside personal, professional and community activities. We expect you to ensure that these outside activities don't impair or interfere with the performance of your duties or your ability to act in Zendesk's best interests. You are expected to use your judgment to act, at all times and in all ways, in the best interests of Zendesk and our customers.

A "conflict of interest" exists when the personal interests of a director, officer, employee or contingent worker interfere, or appear to interfere, with the interests of Zendesk. For example, a conflict of interest may occur when an employee, contingent worker or his or her family member receives a personal benefit in connection with his or her position at Zendesk, or may arise from his or her personal relationship with a customer, vendor, competitor, partner, public servant or another employee or contingent worker. A conflict of interest may also arise in the case of external business relationships or opportunities, serving on a board of another company, personal investments, or receiving and presenting gifts or entertainment. Each individual's situation is different and in evaluating his or her own situation, a director, officer, employee or contingent worker will have to consider many factors.

When faced with a potential conflict of interest, ask yourself:

- Would this activity create an incentive for me or be perceived by others to create an incentive for me, to benefit myself, my friends or my family or an associated business at the expense of Zendesk?
- Would this activity harm my reputation, negatively impact my ability to do my job or potentially harm Zendesk?
- Would this activity embarrass Zendesk or me if it showed up on the front page of a newspaper or a blog?

If the answer to any of these questions is "yes," the relationship or situation could reasonably be expected to create a conflict of interest and you should follow the rule of "abstain or disclose," the latter meaning notifying your manager or the Legal Department, which will consider the facts and circumstances of the situation and decide whether corrective or mitigating action is appropriate. If unsure, do still disclose to your manager or the Legal Department for further consideration.

If it is not possible to avoid the conflict of interest, be open and honest about it, approach your manager or the Legal Department and we will do our best to mitigate the situation. Actual or potential conflicts of interest involving a director or executive officer other than a member of the Legal Department should be disclosed directly to the Legal Department. Actual or potential conflicts of interest involving any member of the Legal Department should be disclosed directly to the Chief Executive Officer. Please also understand that as circumstances change, a situation that previously didn't present a conflict of interest may present one.

## **Corporate Opportunities**

We all owe a duty to Zendesk to advance its legitimate interests when the opportunity to do so in a legal and ethical manner arises. We are all prohibited from taking, for ourselves, or our family members, any opportunities that we learn about through our work here at Zendesk. This means we cannot use Zendesk's property, information or our positions here for personal gain or for the gain of our family members. It also means we cannot compete with Zendesk.

We do not consider it to be competing with Zendesk if you are a member of our Board and also a partner, manager, or employee of an entity that pursues a transaction or opportunity, provided that such transaction or opportunity was not presented to, or acquired, created or developed by, or otherwise came into your possession expressly and solely in your capacity as a member of our Board.

## **Put It In Writing and Know What You Are Signing (and What You Shouldn't Sign)**

Keeping records might take up a bit of your time, but is necessary to build a strong company with financial statements and operations that our customers, investors and others can trust are accurate and transparent. This means that we need to keep accurate and complete documentation of our activities.

The general rules for record keeping are simple:

- every business transaction needs to be documented;
- when deciding to enter into a contract or sign any other document on behalf of Zendesk, you should have read it, understood the terms and believe that signing it is in our best interests;
- every contract that we execute needs to be approved by the Legal Department;
- documents may only be signed by an authorized person as provided in our Zendesk Spend and Signature Approval Policy maintained by our Finance Department and Legal Department;
- to the extent that you are responsible for the negotiation of any contract with a vendor or third party, make sure you are aware of the approvals required to make payments (including invoices under executed contracts) as set forth in our Zendesk Spend and Signature Approval Policy and have arranged for the appropriate approval process for those payments; and
- to the extent that you receive an invoice or other request for payment by Zendesk to a vendor or other third party, immediately provide the same to our Accounts Payable Manager so we can process payments timely. Depending on the nature of the payment, we may need you to provide the appropriate approvals under our Zendesk Spend and Signature Approval Policy.

All Company books, records and accounts shall be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they record. The financial statements of the Company shall conform to generally accepted accounting rules and the Company's accounting policies. No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in the Company's books or records for any reason, and no disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation.

## **Deal Fairly with Others**

Operating in an honest, fair and ethical manner with others is important to us. Each director, employee, officer and contingent worker should endeavor to deal honestly, fairly and ethically with Zendesk's customers, suppliers, competitors and employees. Statements regarding the Company's products and services must not be untrue, misleading, deceptive or fraudulent. No employee, officer or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practices.

## **Loans by Zendesk**

Loans from Zendesk to directors and executive officers are prohibited.

## **Follow the Law**

We take legal compliance seriously. Each director, officer, employee and contingent worker is required to comply with all applicable laws and consult with the Legal Department in case he or she is unsure about how to act. Being an international company, we have to comply with the laws of every country in which we operate. Below are some major areas that might apply to you in connection with your work at Zendesk. You are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules and regulations and to ask for advice when you are uncertain about them. While it is impossible to know all laws, you should be aware and understand the following specific legal rules:

## Anti-Corruption Laws

Don't bribe anybody, anytime, for any reason. Remember that giving or accepting anything of value that can improperly affect business decisions qualifies as a bribe. Zendesk does not permit or condone bribes, kickbacks or other improper payments, transfers or receipts. No director, officer or employee should offer, give, solicit or receive any money or other item of value for the purpose of obtaining, retaining or directing business or bestowing or receiving any kind of favored treatment. Make sure you have read, understand and apply our Global Anti-Corruption Policy.

## Competition Laws

Most countries have laws—known as “antitrust,” “competition,” or “unfair competition” laws— designed to promote free and fair competition. Generally speaking, these laws prohibit arrangements with competitors that restrain trade in some way, abuse intellectual property rights, and use market power to unfairly disadvantage competitors.

Certain conduct is absolutely prohibited under these laws and could result in your imprisonment, not to mention severe penalties for Zendesk. Examples of prohibited conduct include:

- agreeing with competitors about prices (price-fixing);
- agreeing with competitors to rig bids or to allocate customers or markets; and
- agreeing with competitors to boycott a supplier or customer.

Other activities can also be illegal or unfair or create the appearance of impropriety. Such activities include:

- sharing competitively sensitive information (e.g., prices, costs, market distribution, etc.) with competitors; and
- entering into a business arrangement or pursuing a strategy with the sole purpose of harming a competitor.

We want to compete fairly. If you feel that any of our actions might violate the above or things just don't seem right, immediately inform the Legal Department.

## Import-Export Regulations

Trading with different countries can get complicated. There are numerous and complex regulations that apply to providing our services around the world, including export and import restrictions to/from certain jurisdictions or involving certain people or organizations. In addition, the United States prohibits any cooperation with countries under embargo or against firms that may be “blacklisted” by certain groups or countries. You should review the Company's Global Anti-Corruption Policy and the Company's Export and Sanctions Compliance Guidelines, which provides an overview of the trade restrictions that are applicable to the Company. You should ensure that the transfer or availability of our service or the transfer of data between countries complies with our Export and Sanctions Compliance Guidelines and stays within the confines of applicable laws. If you or your manager have questions regarding export-import matters please contact the Legal Department.

## Securities Trading

Insider trading can result in significant civil and penalties, including potential imprisonment. To reduce the risk of insider trading and the appearance of impropriety, the Company maintains a Policy on Insider Trading and Disclosure (“**Insider Trading Policy**”) applicable to all officers, directors, employees and certain designated contingent workers and consultants. Compliance with the Code requires compliance with the Insider Trading Policy, so be sure to familiarize yourself with the restrictions under the Insider Trading Policy and abide by its provisions.

## Political Contributions and Gifts

Business contributions to political campaigns are strictly regulated by federal, state, provincial and local law in the United States, Canada and other jurisdictions. Accordingly, all political contributions proposed to be made with Zendesk's funds must be coordinated through and approved by the Legal Department. Directors, officers, employees and contingent workers may not, without the approval of the Legal Department, use any of Zendesk's funds for political contributions of any kind to any political candidate or holder of any national, state, provincial or local government office. An individual may make personal contributions, but should not represent that he or she is making any such contribution on Zendesk's behalf. Similar restrictions on political contributions may apply in other countries.

## Public Disclosures

We are committed to providing our stockholders with information about our financial condition and results of operations as required by the securities laws of the United States. It is our policy that the reports and documents we file with or submit to the Securities and Exchange Commission include full, fair, accurate, timely and understandable disclosures. Zendesk has developed and maintains a set of disclosure controls and procedures to ensure that all of the information that Zendesk is required to disclose in the reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified by the Securities and Exchange Commission's rules and forms. Officers and employees who are responsible for these filings and disclosures, including Zendesk's principal executive, financial and accounting officers, must use reasonable judgment and perform their responsibilities honestly, ethically and objectively in order to ensure that this disclosure policy is fulfilled. Members of Zendesk's Disclosure Committee are primarily responsible for monitoring Zendesk's public disclosures.

## **Compliance Procedures**

### Communication of Code

All directors, officers, employees and contingent workers will be supplied with a copy of the Code. Future directors, officers, employees and contingent workers will be supplied a copy of the Code when beginning service at Zendesk. Updates of the Code will be provided from time to time. A copy of the Code is also available to all directors, officers, employees and contingent workers by requesting one from the Legal Department.

### Monitoring Compliance and Disciplinary Action

Our management, with the oversight of its Board or its Audit Committee, will take reasonable steps from time to time to monitor compliance with the Code and impose and enforce appropriate disciplinary measures for violations of the Code.

Disciplinary measures for violations of the Code may include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension with or without pay, demotions, reductions in salary, re-assignment, termination of employment or service and restitution.

Our management will periodically report to the Board or the Audit Committee, as applicable, on these compliance efforts including, without limitation, periodic reporting of alleged violations of the Code and the actions taken with respect to any such violation.

### Reporting Concerns and Receiving Advice

#### *Be Proactive*

You are encouraged to act proactively by asking questions, seeking guidance and reporting suspected violations

of the Code and other policies and procedures of Zendesk, as well as any violation or suspected violation of applicable law, rule or regulation arising in the conduct of Zendesk's business or occurring on our property. If you believe that actions have taken place, may be taking place, or may be about to take place that violate or would violate the Code or any law, rule or regulation applicable to Zendesk, you are obligated to promptly bring the matter to the attention of your supervisor or to the General Counsel. While it is Zendesk's desire to address matters internally, nothing in this Code should discourage you from reporting any illegal or unethical activity, including any violation of the securities laws, antitrust laws, environmental laws or any other federal, state or foreign law, rule or regulation, to the appropriate regulatory authority. Employees, officers and directors shall not discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against an employee because he or she reports any such violation, unless it is determined that the report was made with knowledge that it was false. This Code should not be construed to prohibit you from testifying, participating or otherwise assisting in any state or federal administrative, judicial or legislative proceeding or investigation.

### *Seeking Guidance*

The best starting point for seeking advice on ethics-related issues or reporting potential violations of the Code will usually be your manager. However, if the conduct in question involves your manager, if you have reported the conduct in question to your manager and do not believe that he or she has dealt with it properly, or if you do not feel that you can discuss the matter with your manager, you may raise the matter with the Legal Department.

### *Communication Alternatives*

You may communicate with the Legal Department, or report potential violations of the Code, by any of the following methods:

- In writing (which may be done anonymously as set forth below under "Anonymity"), addressed to the Legal Department to Legal Department c/o Zendesk, Inc., 1019 Market Street, San Francisco, California 94103;
- Online at [www.zendesk.com/ethics](http://www.zendesk.com/ethics) (which may be done anonymously as set forth below under "Anonymity"); or
- By emailing [legal@zendesk.com](mailto:legal@zendesk.com); provided that this communication method may not be made Anonymously.

### *Reporting Accounting and Similar Concerns*

You should review and understand our Audit Committee Complaint Procedures. Any concerns or questions regarding any potential violations any company policy or procedure or applicable law, rules or regulations that involves accounting, internal accounting controls, auditing or securities law matters should be communicated in accordance with our Audit Committee Complaint Procedures (which may also be done anonymously as set forth in the Audit Committee Complaint Procedures).

### *Cooperation*

You are expected to cooperate with Zendesk in any investigation of a potential violation of the Code, any other company policy or procedure, or any applicable law, rule or regulation.

### **Anonymity**

When reporting suspected violations of the Code, we prefer that officers and employees identify themselves to facilitate our ability to take appropriate steps to address the report, including conducting any appropriate investigation. However, we also recognize that some people may feel more comfortable reporting a suspected violation anonymously.

If you wish to remain anonymous, you may do so, and Zendesk will use reasonable efforts to protect your confidentiality subject to applicable law, rule or regulation or to any applicable legal proceedings. In the event the report is made anonymously, however, we may not have sufficient information to look into or otherwise investigate or evaluate the allegations. Accordingly, persons who make reports anonymously should provide as much detail as is reasonably necessary to permit Zendesk to evaluate the matter(s) set forth in the anonymous report and, if appropriate, commence and conduct an appropriate investigation.

### **Waivers and Amendments**

No waiver of the Code for the benefit of a director or an executive officer will be effective unless:

- approved by the Board or the Audit Committee, and
- if applicable, the waiver is promptly disclosed to Zendesk's stockholders in accordance with applicable U.S. securities laws and/or the rules and regulations of the exchange or system on which Zendesk's shares are traded or quoted.

Any amendment of waiver of the Code for an individual that is not a director or executive officer must be approved in writing by our Legal Department.

All amendments to the Code must be approved by the Board or the Audit Committee and, if applicable, must be promptly disclosed to Zendesk's shareholders in accordance with applicable United States securities laws and New York Stock Exchange rules and regulations.

### **Help us be better. If something is not right, let us know!**

We strive to be better and maintain the highest level of integrity, not to mention simplicity, beauty and general awesomeness. We trust your common sense and hope that you, as a Zendesk director, officer, employee or contingent workers, will apply it, alongside with this Code of Ethics, in your everyday judgments. Sometimes situations will not fall within a particular scenario mentioned in this Code of Ethics, or you might see something that does not seem right. When that happens, remember that we are here to help you. Let us know how we can improve. Contact the Legal Department if you have questions that your manager cannot address.

Revised: July 25, 2019